

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP
700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Turner Teleport, Inc., licensee of Station KA48 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$385.00 in payment of the requisite filing fee is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,



John R. Wilner

JRW/vih

Enclosure

jrw/115057/186989v1

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK
Washington, DC 20006
15-80/540

Check Number

25064

February 10, 2000

Three Hundred Eighty Five & 0/100

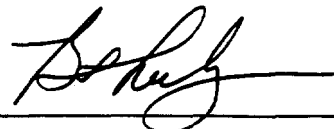
Net Amount

\$

\$385.00

TO THE
ORDER OF

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025064⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

(1) LOCKBOX # **358160**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **385.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

KA58

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ **385.00**

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FCC 312
Main Form

Approved by OMB
3060-0678

Est. Avg. Burden Hours
Per Response 11 Hrs

FCC Use Only
File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

| | | | |
|---|--|---|------------------------------|
| 1. Legal Name of Applicant AOL Time Warner Inc. | | 2. Voice Telephone Number (212) 484-8000 | |
| 3. Other Name Used for Doing Business (if any) | | 4. Fax Telephone Number (212) 333-3987 | |
| 5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza ATTENTION: Thomas E. McEnerney | | 6. City New York | |
| | | 7. State / Country (if not U.S.A.) NY | 8. Zip Code 10019 |
| 9. Name of Contact Representative (If other than applicant) John R. Wilner | | 10. Voice Telephone Number (202) 508-6041 | |
| 11. Firm or Company Name Bryan Cave LLP | | 12. Fax Telephone Number (202) 508-6200 | |
| 13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION: | | 14. City Washington | |
| | | 15. State / Country (if not U.S.A.) DC | 16. Zip Code 20005 |

***cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006**
(202) 719-7303

CLASSIFICATION OF FILING

| | | | |
|---|--|---|--|
| 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b. | | | |
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration | |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station | <input type="checkbox"/> b7. Notification of Minor Modification | |
| | <input type="checkbox"/> b3. Amendment to a Pending Application | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | |
| | <input type="checkbox"/> b4. Modification of License or Registration | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | |
| | <input type="checkbox"/> b5. Assignment of License or Registration | <input type="checkbox"/> b10. Other (Please Specify): _____ | |
| 18. If this filing is in reference to an existing station, enter: Call sign of station: KA58 | | 19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: _____ (b) File number of pending application: _____ | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz)
☐ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a -- authorization to add new emission designator and related service
☐ b -- authorization to change emission designator and related service
☐ c -- authorization to increase EIRP and EIRP density
☐ d -- authorization to replace antenna
☐ e -- authorization to add antenna
☐ f -- authorization to relocate fixed station
☐ g -- authorization to change assigned frequency(ies)
☐ h -- authorization to add Points of Communication (satellites & countries)
☐ i -- authorization to change Points of Communication (satellites & countries)
☐ j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k -- Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES ☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

| | | |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |

BASIC QUALIFICATIONS

| | | |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____ | | |

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

| | | | | | |
|---|---------------------------------|-------------------------------|--|---|--|
| FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | FCC Use Only | |
| <input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL | | | | <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE | |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION | | | | <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION | |
| A1. Name of Licensee or Registrant Turner Teleport, Inc. | | | | A2. Voice Telephone Number (404) 827-1088 | |
| A3. Mailing Street Address or P.O. Box One CNN Plaza, P.O. Box 105366 ATTENTION: Louise S. Sams | | | | A4. Fax Telephone Number | |
| A5. City Atlanta | | | A6. State / Country (if not U.S.A.) GA | | A7. Zip Code 30348 |
| A8. List Call Sign(s) of station(s) being assigned or transferred KA58 | | | | | A9. No. of station(s) listed 1 |
| A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc. | | | A15. Name of Transferee/Assignee AOL Time Warner Inc. | | |
| A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza | | | A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza | | |
| A12. City New York | A13. State/Country NY | A14. Zip Code 10019 | A17. City New York | A18. State/Country NY | A19. Zip Code 10019 |
| A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="text-align: right;"> <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </div> | | | | | |
| A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | | | | | |

CERTIFICATION

| | | | |
|---|--------------------|---|----------------------------------|
| 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. | | | |
| 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation. | | | |
| A22. Printed Name of Licensee (Must agree with A1) Turner Teleport, Inc. | A23. Signature | A24. Title (Office Held by Person Signing) Vice President | A25. Date Feb. 9, 2000 |
| A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10) Time Warner Inc. | A27. Signature | A28. Title (Office Held by Person Signing) Vice President | A29. Date Feb. 9, 2000 |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) AOL Time Warner Inc. | A31. Signature | A32. Title (Office Held by Person Signing) Vice President | A33. Date Feb. 9, 2000 |

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Time Warner Entertainment-Advance/Newhouse Partnership, licensee of Stations E990035 and E990041 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$515.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,



John R. Wilner

JRW/vih

Enclosure

jrw/115057/186984v1

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK Check Number
Washington, DC 20006
15-80/540
25065

February 10, 2000

Five Hundred Fifteen & 0/100

| |
|-------------------------------|
| Net Amount \$515.00 |
|-------------------------------|

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025065⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **515.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

E990035

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E990041

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR

DATE

FCC 312
Main Form

Approved by OMB
3060-0678
Est. Avg. Burden Hours
Per Response: 11 Hrs

FCC Use Only
File Number:

Call Sign:

Fee Number:

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

| | | | |
|--|--|---|------------------------------|
| 1. Legal Name of Applicant AOL Time Warner Inc. | | 2. Voice Telephone Number (203) 328-0600 | |
| 3. Other Name Used for Doing Business (if any) | | 4. Fax Telephone Number (203) 328-4840 | |
| 5. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive ATTENTION: Marc J. Apfelbaum | | 6. City Stamford | |
| | | 7. State / Country (if not U.S.A.) CT | 8. Zip Code 06902 |
| 9. Name of Contact Representative (If other than applicant) * John R. Wilner | | 10. Voice Telephone Number (202) 508-6041 | |
| 11. Firm or Company Name Bryan Cave LLP | | 12. Fax Telephone Number (202) 508-6200 | |
| 13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION: | | 14. City Washington | |
| | | 15. State / Country (if not U.S.A.) DC | 16. Zip Code 20005 |

*cc: **Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006**
(202) 719-7303

CLASSIFICATION OF FILING

| | | | |
|---|--|---|--|
| 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b. | | | |
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration | |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station | <input type="checkbox"/> b7. Notification of Minor Modification | |
| | <input type="checkbox"/> b3. Amendment to a Pending Application | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | |
| | <input type="checkbox"/> b4. Modification of License or Registration | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | |
| | <input type="checkbox"/> b5. Assignment of License or Registration | <input type="checkbox"/> b10. Other (Please Specify): _____ | |
| 18. If this filing is in reference to an existing station, enter: Call sign of station: E990035; E990041 | | 19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: _____ (b) File number of pending application: _____ | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz)
☒ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☐ a. Fixed Earth Station ☒ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

- ☐ a. Transmit/Receive ☒ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a -- authorization to add new emission designator and related service
☐ b -- authorization to change emission designator and related service
☐ c -- authorization to increase EIRP and EIRP density
☐ d -- authorization to replace antenna
☐ e -- authorization to add antenna
☐ f -- authorization to relocate fixed station
☐ g -- authorization to change assigned frequency(ies)
☐ h -- authorization to add Points of Communication (satellites & countries)
☐ i -- authorization to change Points of Communication (satellites & countries)
☐ j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k -- Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

| | | |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |

BASIC QUALIFICATIONS

| | | |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____ | | |

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

| Exhibit No. | Identify all exhibits that are attached to this application. |
|-------------|--|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

45. Typed Name of Person Signing

Thomas E. McEnerney

46. Title of Person Signing

Vice President

47. Signature

Thomas E. McEnerney

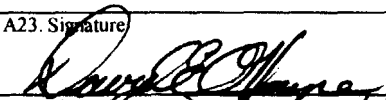
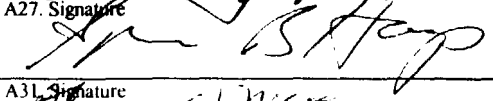
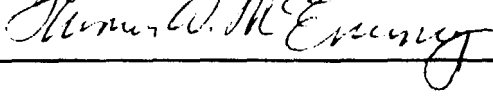
48. Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

| | | | | | |
|---|---------------------------------|-------------------------------|---|---|--|
| FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | FCC Use Only | |
| <input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL | | | | <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE | |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION | | | | <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION | |
| A1. Name of Licensee or Registrant Time Warner Entertainment-Advance/Newhouse Partnership | | | | A2. Voice Telephone Number (303) 799-5728 | |
| A3. Mailing Street Address or P.O. Box P.O. Box 6659 ATTENTION: Don Sambol | | | | A4. Fax Telephone Number | |
| A5. City Englewood | | | A6. State / Country (if not U.S.A.) CO | | A7. Zip Code 80155 |
| A8. List Call Sign(s) of station(s) being assigned or transferred E990035; E990041 | | | | | A9. No. of station(s) listed 2 |
| A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc. | | | A15. Name of Transferee/Assignee AOL Time Warner Inc. | | |
| A11. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive | | | A16. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive | | |
| A12. City Stamford | A13. State/Country CT | A14. Zip Code 06902 | A17. City Stamford | A18. State/Country CT | A19. Zip Code 06902 |
| A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="text-align: right;"> <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </div> | | | | | |
| A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | | | | | |

CERTIFICATION

| | | | |
|---|--|--|----------------------------------|
| 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. | | | |
| 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation. | | | |
| A22. Printed Name of Licensee (Must agree with A1) Time Warner Entertainment-Advance/Newhouse Partnership | A23. Signature  | A24. Title (Office Held by Person Signing) Corporate Officer: General Partner of General Partner | A25. Date Feb. 9, 2000 |
| A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10) Time Warner Inc. | A27. Signature  | A28. Title (Office Held by Person Signing) Vice President | A29. Date Feb. 9, 2000 |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) AOL Time Warner Inc. | A31. Signature  | A32. Title (Office Held by Person Signing) Vice President | A33. Date Feb. 9, 2000 |

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Turner Broadcasting System, Inc., licensee of Stations E920013, E980173; and E980181 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$645.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,



John R. Wilner

JRW/vih

Enclosure

jrw/115057/186988v1

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK
Washington, DC 20006
15-80/540

Check Number

25066

February 10, 2000

Six Hundred Forty Five & 0/100

Net Amount

\$

\$645.00

**TO THE
ORDER OF**

**Federal Communications
Commission**

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025066⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

(1) LOCKBOX # **358160**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **645.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

E920013

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

\$ **385.00**

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E980173

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

\$ **130.00**

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E980181

(20C) PAYMENT TYPE CODE (PTC)

C F X

(21C) QUANTITY

1

\$ **130.00**

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

FCC 312
Main FormApproved by OMB
3060-0678Est. Avg. Burden Hours
Per Response: 11 HrsFCC Use Only
File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**APPLICANT INFORMATION**

| | | | |
|---|--|---|------------------------------|
| 1. Legal Name of Applicant AOL Time Warner Inc. | | 2. Voice Telephone Number (212) 484-8000 | |
| 3. Other Name Used for Doing Business (if any) | | 4. Fax Telephone Number (212) 333-3987 | |
| 5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza ATTENTION: Thomas E. McEnerney | | 6. City New York | |
| | | 7. State / Country (if not U.S.A.) NY | 8. Zip Code 10019 |
| 9. Name of Contact Representative (If other than applicant) * John R. Wilner | | 10. Voice Telephone Number (202) 508-6041 | |
| 11. Firm or Company Name Bryan Cave LLP | | 12. Fax Telephone Number (202) 508-6200 | |
| 13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION: | | 14. City Washington | |
| | | 15. State / Country (if not U.S.A.) DC | 16. Zip Code 20005 |

*cc: **Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006**
(202) 719-7303

CLASSIFICATION OF FILING

| | | | |
|---|--|---|--|
| 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b. | | | |
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration | |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station | <input type="checkbox"/> b7. Notification of Minor Modification | |
| | <input type="checkbox"/> b3. Amendment to a Pending Application | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | |
| | <input type="checkbox"/> b4. Modification of License or Registration | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | |
| | <input type="checkbox"/> b5. Assignment of License or Registration | <input type="checkbox"/> b10. Other (Please Specify): _____ | |
| 18. If this filing is in reference to an existing station, enter: Call sign of station: E920013; E980173; E980181 | | 19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: _____ (b) File number of pending application: _____ | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz) ☐ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____
 If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a - authorization to add new emission designator and related service
☐ b - authorization to change emission designator and related service
☐ c - authorization to increase EIRP and EIRP density
☐ d - authorization to replace antenna
☐ e - authorization to add antenna
☐ f - authorization to relocate fixed station
☐ g - authorization to change assigned frequency(ies)
☐ h - authorization to add Points of Communication (satellites & countries)
☐ i - authorization to change Points of Communication (satellites & countries)
☐ j - authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k - Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES ☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

| | | |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |

BASIC QUALIFICATIONS

| | | |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____ | | |

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

| | | | | | |
|---|---------------------------------|-------------------------------|--|---|--|
| FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | FCC Use Only | |
| <input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE | | | | | |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION | | | | | |
| A1. Name of Licensee or Registrant Turner Broadcasting System, Inc. | | | | A2. Voice Telephone Number (404) 827-1008 | |
| A3. Mailing Street Address or P.O. Box One CNN Center, P.O. Box 105366 ATTENTION: Louise Sams | | | | A4. Fax Telephone Number (404) 827-1995 | |
| A5. City Atlanta | | | A6. State / Country (if not U.S.A.) GA | | A7. Zip Code 30348 |
| A8. List Call Sign(s) of station(s) being assigned or transferred E920013; E980173; E980181 | | | | | A9. No. of station(s) listed 3 |
| A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc. | | | A15. Name of Transferee/Assignee AOL Time Warner Inc. | | |
| A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza | | | A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza | | |
| A12. City New York | A13. State/Country NY | A14. Zip Code 10019 | A17. City New York | A18. State/Country NY | A19. Zip Code 10019 |
| A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="text-align: right;"> <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </div> | | | | | |
| A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | | | | | |

CERTIFICATION

| | | | |
|---|--------------------|---|----------------------------------|
| 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. | | | |
| 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation. | | | |
| A22. Printed Name of Licensee (Must agree with A1) Turner Broadcasting System, Inc. | A23. Signature | A24. Title (Office Held by Person Signing) Vice President | A25. Date Feb. 9, 2000 |
| A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) Time Warner Inc. | A27. Signature | A28. Title (Office Held by Person Signing) Vice President | A29. Date Feb. 9, 2000 |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) AOL Time Warner Inc. | A31. Signature | A32. Title (Office Held by Person Signing) Vice President | A33. Date Feb. 9, 2000 |

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP
700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Time Warner Entertainment Company, L.P., licensee of Stations E4063; E910207, E930421 and E930422 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$775.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,



John R. Wilner

JRW/vih

Enclosure

jrw/115057/186973v1

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK
Washington, DC 20006
15-80/540

Check Number

25067

February 10, 2000

Seven Hundred Seventy Five & 0/100

Net Amount

\$ 775.00

TO THE
ORDER OFFederal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025067⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **775.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (Include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (Include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

E4063

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E910207

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E930421

(20C) PAYMENT TYPE CODE (PTC)

C F X

(21C) QUANTITY

1

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

130.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

E930422

(20D) PAYMENT TYPE CODE (PTC)

C F X

(21D) QUANTITY

1

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

130.00

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

☐

EXPIRATION DATE:

☐

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FCC 312
Main Form

Approved by OMB
3060-0678

Est. Avg. Burden Hours
Per Response: 11 Hrs

FCC Use Only
File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

| | | | |
|---|--|---|------------------------------|
| 1. Legal Name of Applicant AOL Time Warner Inc. | | 2. Voice Telephone Number (212) 484-8000 | |
| 3. Other Name Used for Doing Business (if any) | | 4. Fax Telephone Number (212) 333-3987 | |
| 5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza ATTENTION: Thomas E. McEnerney | | 6. City New York | |
| | | 7. State / Country (if not U.S.A.) NY | 8. Zip Code 10019 |
| 9. Name of Contact Representative (If other than applicant) * John R. Wilner | | 10. Voice Telephone Number (202) 508-6041 | |
| 11. Firm or Company Name Bryan Cave LLP | | 12. Fax Telephone Number (202) 508-6200 | |
| 13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION: | | 14. City Washington | |
| | | 15. State / Country (if not U.S.A.) DC | 16. Zip Code 20005 |

*cc: **Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006**
(202) 719-7303

CLASSIFICATION OF FILING

| | | | |
|---|--|--|--|
| 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b. | | | |
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration | |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station | <input type="checkbox"/> b7. Notification of Minor Modification | |
| | <input type="checkbox"/> b3. Amendment to a Pending Application | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | |
| | <input type="checkbox"/> b4. Modification of License or Registration | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | |
| | <input type="checkbox"/> b5. Assignment of License or Registration | <input type="checkbox"/> b10. Other (Please Specify): _____ | |
| 18. If this filing is in reference to an existing station, enter: Call sign of station: E4063, E910207; E930421; E930422 | | 19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application: | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz) ☐ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a -- authorization to add new emission designator and related service
☐ b -- authorization to change emission designator and related service
☐ c -- authorization to increase EIRP and EIRP density
☐ d -- authorization to replace antenna
☐ e -- authorization to add antenna
☐ f -- authorization to relocate fixed station
☐ g -- authorization to change assigned frequency(ies)
☐ h -- authorization to add Points of Communication (satellites & countries)
☐ i -- authorization to change Points of Communication (satellites & countries)
☐ j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k -- Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES ☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OFT Bulletin 65.

ALIEN OWNERSHIP

| | | |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |

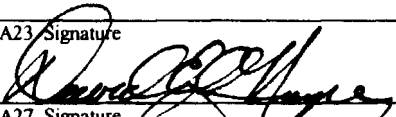

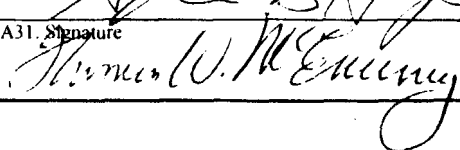
BASIC QUALIFICATIONS

| | | |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____ | | |

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

| | | | | | |
|--|---------------------------------|-------------------------------|--|---|--|
| FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | FCC Use Only | |
| <input checked="checked" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL | | | | <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE | |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION | | | | <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION | |
| A1. Name of Licensee or Registrant Time Warner Entertainment Company, L.P. | | | | A2. Voice Telephone Number (516) 361-8304 | |
| A3. Mailing Street Address or P.O. Box 300 New Highway ATTENTION: Elmer Musser | | | | A4. Fax Telephone Number (516) 361-8281 | |
| A5. City Hauppauge | | | A6. State / Country (if not U.S.A.) NY | | A7. Zip Code 11788 |
| A8. List Call Sign(s) of station(s) being assigned or transferred E4063; E910207; E930421; E930422 | | | | | A9. No. of station(s) listed 4 |
| A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc. | | | A15. Name of Transferee/Assignee AOL Time Warner Inc. | | |
| A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza | | | A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza | | |
| A12. City New York | A13. State/Country NY | A14. Zip Code 10019 | A17. City New York | A18. State/Country NY | A19. Zip Code 10019 |
| A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="text-align: right;"> <input type="checkbox"/> YES <input checked="checked" type="checkbox"/> NO </div> | | | | | |
| A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | | | | | |

CERTIFICATION

| | | | |
|---|--|--|----------------------------------|
| 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. | | | |
| 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation. | | | |
| A22. Printed Name of Licensee (Must agree with A1) Time Warner Entertainment Company, L.P. | A23. Signature  | A24. Title (Office Held by Person Signing) Vice President: General Partner | A25. Date Feb. 9, 2000 |
| A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10) Time Warner Inc. | A27. Signature  | A28. Title (Office Held by Person Signing) Vice President | A29. Date Feb. 9, 2000 |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) AOL Time Warner Inc. | A31. Signature  | A32. Title (Office Held by Person Signing) Vice President | A33. Date Feb. 9, 2000 |

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 312 for consent to the transfer of control of Cable News Network LP, LLLP, licensee of the stations in the Domestic Fixed Satellite Service listed in the Attachment hereto. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$2,335.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,



John R. Wilner

JRW/vih

Enclosure

jrw/115057/186984v1

ATTACHMENT

Station Call Signs

E2001
E890835
E861053
E880870
E890577
E890834
E890836
E900975
E930204
E940420
E940421
E940422
E950363
E970490
E990281
E990282

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK
Washington, DC 20006
15-80/540

Check Number
25069


February 10, 2000

Two Thousand Three Hundred Thirty Five & 0/100

| |
|---------------------------------|
| Net Amount \$2,335.00 |
|---------------------------------|

TO THE
ORDER OF

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025069⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

(1) LOCKBOX # 358160

PAGE NO. 1 OF 4

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 2,335.00

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

E2001

(20A) PAYMENT TYPE CODE (PTC)

C

N

X

(21A) QUANTITY

1

\$

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E890835

(20B) PAYMENT TYPE CODE (PTC)

C

F

X

(21B) QUANTITY

1

\$

130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E861053

(20C) PAYMENT TYPE CODE (PTC)

C

F

X

(21C) QUANTITY

1

\$

130.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

E880870

(20D) PAYMENT TYPE CODE (PTC)

C

F

X

(21D) QUANTITY

1

\$

130.00

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME (A-2)

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, John R. Wilner

(PRINT NAME)

Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

EXPIRATION DATE:

1 2 3 4 5 6 7 8 9 0

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

REMITTANCE ADVICE (Continuation Sheet)PAGE NO. 2 OF 4**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT****SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE**SECTION CC - PAYMENT INFORMATION**

| (19A) FCC CALL SIGN/OTHER ID | (20A) PAYMENT TYPE CODE (PTC) | (21A) QUANTITY | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|------------------------------|-------------------------------|------------------|--------------------------------------|--------------|
| E890577 | C F X | 1 | \$ 130.00 | |
| (23A) FCC CODE 1 | | (24A) FCC CODE 2 | | |
| E890834 | C F X | 1 | \$ 130.00 | |
| (23B) FCC CODE 1 | | (24B) FCC CODE 2 | | |
| E890836 | C F X | 1 | \$ 130.00 | |
| (23C) FCC CODE 1 | | (24C) FCC CODE 2 | | |
| E900975 | C F X | 1 | \$ 130.00 | |
| (23D) FCC CODE 1 | | (24D) FCC CODE 2 | | |

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

| | | | | | | | | | |
|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| 0 | 1 | 3 | 4 | 0 | 9 | 9 | 5 | 3 | 4 |
|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 3 OF 4

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

| (19A) FCC CALL SIGN/OTHER ID | (20A) PAYMENT TYPE CODE (PTC) | | | (21A) QUANTITY | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|------------------------------|-------------------------------|----------|----------|------------------|--------------------------------------|--------------|
| E930204 | | C | F | 1 | 130.00 | |
| (23A) FCC CODE 1 | | | | (24A) FCC CODE 2 | | |
| (19B) FCC CALL SIGN/OTHER ID | (20B) PAYMENT TYPE CODE (PTC) | | | (21B) QUANTITY | (22B) FEE DUE FOR (PTC) IN BLOCK 20B | FCC USE ONLY |
| E940420 | | C | F | 1 | 130.00 | |
| (23B) FCC CODE 1 | | | | (24B) FCC CODE 2 | | |
| (19C) FCC CALL SIGN/OTHER ID | (20C) PAYMENT TYPE CODE (PTC) | | | (21C) QUANTITY | (22C) FEE DUE FOR (PTC) IN BLOCK 20C | FCC USE ONLY |
| E940421 | | C | F | 1 | 130.00 | |
| (23C) FCC CODE 1 | | | | (24C) FCC CODE 2 | | |
| (19D) FCC CALL SIGN/OTHER ID | (20D) PAYMENT TYPE CODE (PTC) | | | (21D) QUANTITY | (22D) FEE DUE FOR (PTC) IN BLOCK 20D | FCC USE ONLY |
| E940422 | | C | F | 1 | 130.00 | |
| (23D) FCC CODE 1 | | | | (24D) FCC CODE 2 | | |

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

| | | | | | | | | | |
|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| 0 | 1 | 3 | 4 | 0 | 9 | 9 | 5 | 3 | 4 |
|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 4 OF 4

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

| (19A) FCC CALL SIGN/OTHER ID | (20A) PAYMENT TYPE CODE (PTC) | | | | (21A) QUANTITY | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|------------------------------|-------------------------------|---|---|---|------------------|--------------------------------------|--------------|
| E950363 | | C | F | X | 1 | \$ 130.00 | |
| (23A) FCC CODE 1 | | | | | (24A) FCC CODE 2 | | |
| (19B) FCC CALL SIGN/OTHER ID | (20B) PAYMENT TYPE CODE (PTC) | | | | (21B) QUANTITY | (22B) FEE DUE FOR (PTC) IN BLOCK 20B | FCC USE ONLY |
| E970490 | | C | F | X | 1 | \$ 130.00 | |
| (23B) FCC CODE 1 | | | | | (24B) FCC CODE 2 | | |
| (19C) FCC CALL SIGN/OTHER ID | (20C) PAYMENT TYPE CODE (PTC) | | | | (21C) QUANTITY | (22C) FEE DUE FOR (PTC) IN BLOCK 20C | FCC USE ONLY |
| E990281 | | C | F | X | 1 | \$ 130.00 | |
| (23C) FCC CODE 1 | | | | | (24C) FCC CODE 2 | | |
| (19D) FCC CALL SIGN/OTHER ID | (20D) PAYMENT TYPE CODE (PTC) | | | | (21D) QUANTITY | (22D) FEE DUE FOR (PTC) IN BLOCK 20D | FCC USE ONLY |
| E990282 | | C | F | X | 1 | \$ 130.00 | |
| (23D) FCC CODE 1 | | | | | (24D) FCC CODE 2 | | |

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

FCC 312
Main Form

Approved by OMB
3060-0678

Est. Avg. Burden Hours
Per Response: 11 Hrs

FCC Use Only
File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

| | | | |
|---|--|---|------------------------------|
| 1. Legal Name of Applicant AOL Time Warner Inc. | | 2. Voice Telephone Number (212) 484-8000 | |
| 3. Other Name Used for Doing Business (if any) | | 4. Fax Telephone Number (212) 333-3987 | |
| 5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza ATTENTION: Thomas E. McEnerney | | 6. City New York | |
| | | 7. State / Country (if not U.S.A.) NY | 8. Zip Code 10019 |
| 9. Name of Contact Representative (If other than applicant) * John R. Wilner | | 10. Voice Telephone Number (202) 508-6041 | |
| 11. Firm or Company Name Bryan Cave LLP | | 12. Fax Telephone Number (202) 508-6200 | |
| 13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION: | | 14. City Washington | |
| | | 15. State / Country (if not U.S.A.) DC | 16. Zip Code 20005 |

*cc: **Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006**
(202) 719-7303

CLASSIFICATION OF FILING

| | | | |
|---|--|---|--|
| 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b. | | | |
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration | |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station | <input type="checkbox"/> b7. Notification of Minor Modification | |
| | <input type="checkbox"/> b3. Amendment to a Pending Application | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | |
| | <input type="checkbox"/> b4. Modification of License or Registration | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | |
| | <input type="checkbox"/> b5. Assignment of License or Registration | <input type="checkbox"/> b10. Other (Please Specify): _____ | |
| 18. If this filing is in reference to an existing station, enter: Call sign of station: See Exhibit 1 | | 19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: _____ (b) File number of pending application: _____ | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz) **See Exhibit 1**
☐ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27. **See Exhibit 1**

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☒ b. Transmit-Only ☐ c. Receive-Only

See Exhibit 1

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a - authorization to add new emission designator and related service
☐ b - authorization to change emission designator and related service
☐ c - authorization to increase EIRP and EIRP density
☐ d - authorization to replace antenna
☐ e - authorization to add antenna
☐ f - authorization to relocate fixed station
☐ g - authorization to change assigned frequency(ies)
☐ h - authorization to add Points of Communication (satellites & countries)
☐ i - authorization to change Points of Communication (satellites & countries)
☐ j - authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k - Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES ☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

| | | |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |

BASIC QUALIFICATIONS

| | | |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____ | | |

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

This application requests Commission consent to the transfer of control of the Licensee from Time Warner Inc. to AOL Time Warner Inc.

| Exhibit No. | Identify all exhibits that are attached to this application. |
|-------------|--|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

45. Typed Name of Person Signing

Thomas E. McEnerney

46. Title of Person Signing

Vice President

47. Signature

Thomas E. McEnerney

48. Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

| | | | | | |
|--|---------------------------------|--|--|---|--|
| FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | FCC Use Only | |
| <input checked="checked" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL | | | | <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE | |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION | | | | <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION | |
| A1. Name of Licensee or Registrant Cable News Network LP, LLLP | | | | A2. Voice Telephone Number (404) 827-1088 | |
| A3. Mailing Street Address or P.O. Box One CNN Plaza, P.O. Box 105573 ATTENTION: Louise S. Sams | | | | A4. Fax Telephone Number (404) 827-1995 | |
| A5. City Atlanta | | A6. State / Country (if not U.S.A.) GA | | A7. Zip Code 30348 | |
| A8. List Call Sign(s) of station(s) being assigned or transferred See Exhibit 1 | | | | | A9. No. of station(s) listed 3 |
| A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc. | | | A15. Name of Transferee/Assignee AOL Time Warner Inc. | | |
| A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza | | | A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza | | |
| A12. City New York | A13. State/Country NY | A14. Zip Code 10019 | A17. City New York | A18. State/Country NY | A19. Zip Code 10019 |
| A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="text-align: right;"> <input type="checkbox"/> YES <input checked="checked" type="checkbox"/> NO </div> | | | | | |
| A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | | | | | |

CERTIFICATION

| | | | |
|---|--------------------|---|----------------------------------|
| 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. | | | |
| 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation. | | | |
| A22. Printed Name of Licensee (Must agree with A1) Cable News Network LP, LLLP | A23. Signature | A24. Title (Office Held by Person Signing) Vice President | A25. Date Feb. 9, 2000 |
| A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10) Time Warner Inc. | A27. Signature | A28. Title (Office Held by Person Signing) Vice President | A29. Date Feb. 9, 2000 |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) AOL Time Warner Inc. | A31. Signature | A32. Title (Office Held by Person Signing) Vice President | A33. Date Feb. 9, 2000 |

EXHIBIT 1

Station Call Signs

E2001^{*/}
E890835^{***}
E861053^{*/ ***}
E880870^{**}
E890577^{**}
E890834^{**}
E890836^{*/ **}
E900975^{*/}
E930204^{***}
E940420^{**}
E940421^{**}
E940422^{**}
E950363^{**}
E970490^{*/ **}
E990281^{*/ ***}
E990282^{*/ ***}

^{*/} Transmit/Receive Station. All other stations are Transmit-Only.

^{**}/ Ku-Band/Temporary Fixed

^{***}/ Ku-Band/Fixed

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.